

RECORDATION NO. 28459 FILED

JAN 08 '10

2-00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-5665 Rider 35

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: AG Processing, Inc.
12700 West Dodge Road
Omaha, NE 68103-2047]

Section Chief
January 8, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

110 railcars within the series SHPX 205394 - SHPX 205540 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 08 '10

2-00 PM

MEMORANDUM OF LEASE

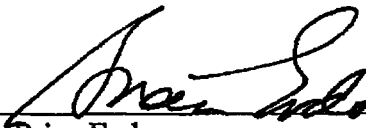
SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to AG Processing, Inc., a Iowa Cooperative Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

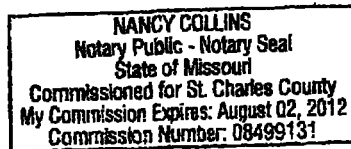
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

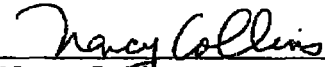
AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

AG Processing, Inc.

Contract 3-5665 rider 35 dated 12/5/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205394
	Tank	SHPX	205395
	Tank	SHPX	205396
	Tank	SHPX	205397
	Tank	SHPX	205398
	Tank	SHPX	205399
	Tank	SHPX	205400
	Tank	SHPX	205401
	Tank	SHPX	205402
	Tank	SHPX	205403
	Tank	SHPX	205404
	Tank	SHPX	205405
	Tank	SHPX	205406
	Tank	SHPX	205407
	Tank	SHPX	205408
	Tank	SHPX	205409
	Tank	SHPX	205410
	Tank	SHPX	205411
	Tank	SHPX	205412
	Tank	SHPX	205413
	Tank	SHPX	205414
	Tank	SHPX	205415
	Tank	SHPX	205416
	Tank	SHPX	205417
	Tank	SHPX	205418
	Tank	SHPX	205419
	Tank	SHPX	205420
	Tank	SHPX	205422
	Tank	SHPX	205423
	Tank	SHPX	205424
	Tank	SHPX	205425
	Tank	SHPX	205426
	Tank	SHPX	205427
	Tank	SHPX	205428

Schedule A

Equipment

AG Processing, Inc.

Contract 3-5665 rider 35

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205429
	Tank	SHPX	205430
	Tank	SHPX	205431
	Tank	SHPX	205432
	Tank	SHPX	205433
	Tank	SHPX	205434
	Tank	SHPX	205435
	Tank	SHPX	205436
	Tank	SHPX	205437
	Tank	SHPX	205438
	Tank	SHPX	205439
	Tank	SHPX	205440
	Tank	SHPX	205441
	Tank	SHPX	205442
	Tank	SHPX	205443
	Tank	SHPX	205480
	Tank	SHPX	205481
	Tank	SHPX	205482
	Tank	SHPX	205483
	Tank	SHPX	205484
	Tank	SHPX	205485
	Tank	SHPX	205486
	Tank	SHPX	205487
	Tank	SHPX	205488
	Tank	SHPX	205489
	Tank	SHPX	205490
	Tank	SHPX	205491
	Tank	SHPX	205492
	Tank	SHPX	205493
	Tank	SHPX	205494
	Tank	SHPX	205495
	Tank	SHPX	205496
	Tank	SHPX	205497
	Tank	SHPX	205498

Schedule A

Equipment

AG Processing, Inc.

Contract 3-5665 rider 35

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205499
	Tank	SHPX	205500
	Tank	SHPX	205501
	Tank	SHPX	205502
	Tank	SHPX	205503
	Tank	SHPX	205504
	Tank	SHPX	205505
	Tank	SHPX	205506
	Tank	SHPX	205507
	Tank	SHPX	205508
	Tank	SHPX	205509
	Tank	SHPX	205510
	Tank	SHPX	205511
	Tank	SHPX	205512
	Tank	SHPX	205513
	Tank	SHPX	205514
	Tank	SHPX	205515
	Tank	SHPX	205516
	Tank	SHPX	205517
	Tank	SHPX	205518
	Tank	SHPX	205519
	Tank	SHPX	205520
	Tank	SHPX	205521
	Tank	SHPX	205522
	Tank	SHPX	205523
	Tank	SHPX	205524
	Tank	SHPX	205525
	Tank	SHPX	205526
	Tank	SHPX	205527
	Tank	SHPX	205528
	Tank	SHPX	205529
	Tank	SHPX	205530
	Tank	SHPX	205531
	Tank	SHPX	205532

Schedule A

Equipment

AG Processing, Inc.

Contract 3-5665 rider 35

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205533
	Tank	SHPX	205534
	Tank	SHPX	205535
	Tank	SHPX	205536
	Tank	SHPX	205537
	Tank	SHPX	205538
	Tank	SHPX	205539
	Tank	SHPX	205540
110			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

11/8/2010



Robert W. Alvord